DETROIT / WAYNE COUNTY PORT AUTHORITY

200 Renaissance Center • Suite 650 • Detroit, Michigan 48243 • 313/259-8077

February 23, 1988

TO: Board of Directors
Detroit/Wayne County Port Authority

FROM: James H. Kellow
Executive Director

SUBJECT: Amendments to the By-Laws and Articles of Incorporation

Notice is hereby given that the Board of the Detroit/Wayne County Port Authority shall take action on the following amendments to the By-Laws and Articles of Incorporation at its next regular meeting of the Authority on March 8, 1988:

1. Change Article IX of the Articles of Incorporation to read "the location of the registered office and post office address of this Authority is 200 Renaissance Center, Suite 650, Detroit, Michigan 48243."

2. Change Article I of the By-Laws to read "the registered office of the Authority is 200 Renaissance Center, Suite 650, Detroit, Michigan 48243."

KB/ic

9 February 1988

BY-LAWS OF THE DETROIT/WAYNE COUNTY PORT AUTHORITY

ARTICLE I

OFFICE

Sec. 1. The Authority shall have and continuously maintain in the State of Michigan a registered office. The registered office of the Authority is 100 Renaissance Center, Suite 2020, Detroit, Michigan 48243.

Sec. 2. The Authority may establish such other offices, within or without the State of Michigan, as it may require from time to time and as the Members designate.

ARTICLE II

MEMBERS

Sec. 1. All rights, powers, duties and responsibilities relative to the management and control of the Authority's property, business and affairs are vested in the Members.

Sec. 2. Members shall not be compensated for the performance of services for the Authority, but shall be reimbursed for expenses incurred on behalf of the Authority.

Sec. 3. The Members shall be five (5), selected as follows:

(a) One (1) Member shall be appointed by the Governor of the State of Michigan.

(b) Two (2) Members shall be appointed by majority of all the members of the Wayne County Board of Commissioners. The Members appointed shall be nominated by the commissioners on the Board who do not reside within the political boundaries of the City of Detroit.

(c) Two (2) Members shall be appointed by the Mayor of the City of Detroit.

Sec. 4. Each Member shall serve for a term of four (4) years, except that a person appointed to fill a vacancy shall be appointed for the balance of the unexpired term. A Member shall be eligible for reappointment.

Sec. 5. Vacancies occurring in the Membership shall be filled in the same manner as the original appointment and for the period of the unexpired term.

Sec. 6. The Members shall serve at the pleasure of the person or entity empowered to appoint the various Members.

Sec. 7. A Member shall not be liable to the corporation for breach of his or her fiduciary duties except in the following circumstances:

(a) A breach of the Member's duty of loyalty to the corporation or its shareholders.

(b) Acts of omissions not in good faith or that involve intentional misconduct or a knowing violation of law.

(c) Improper payments or distributions of corporate assets.

(d) A transaction from which the Member derived an improper personal benefit.

(e) An Act or omission that is grossly negligent.

ARTICLE III

MEMBERS' MEETINGS

Sec. 1. Meetings may be held at any place, within or without the State of Michigan, and shall be for the purposes of approving operating budgets, capital outlays, specific projects and for transacting such other business as may come before the Members. There shall also be such regular and other meetings of Members as the Chairperson or a majority of the Members shall call. There shall be at least two meetings of the Members each year. Not less than ten (10) nor more than sixty (60) days notice of time, place and purpose of all membership meetings shall be given to each Member. Notice may be waived.

Sec. 2. Presence in person or by written proxy of Members representing a majority of the membership and all of the constituent units of the Authority shall constitute a quorum at any meeting of Members. Each Member shall, at every meeting of the Members, be entitled to one vote in person, or by proxy, upon each matter properly submitted to vote. Unless required by law or otherwise provided in the Articles of Incorporation or By-Laws, all matters shall be decided by a majority vote of Members present, including proxies, except that the Authority shall not commit funds provided it

by either the City or County without the concurrence of the Members representing that entity. A unanimous vote of the Members of the Authority, which may be accomplished by written consent of an absent Member, shall be required to approve operating budgets or capital outlays.

ARTICLE IV

OFFICERS

Sec. 1. The Members shall elect from their membership one person as Chairperson and another as Vice-Chairperson, and shall designate their terms of office not to exceed their respective terms as Members, and shall appoint a Secretary-Treasurer, who may or may not be a Member of the Authority. Assistant officers may be appointed by the Members from time to time, to serve in such capacity at the pleasure of the Members and to perform such tasks as are designated by the Members.

Sec. 2. The Chairperson shall be the chief executive officer of the Authority with full power to supervise its affairs, subject always to the power of the Members. The Chairperson shall sign and execute all authorized bonds, contracts, checks and other obligations in the name of the Authority when so authorized by it, performing such other duties and functions as may be fixed by these By-Laws and from time to time assigned to the Chairperson by the Members.

Sec. 3. The Vice-Chairperson, in the event of the absence, inability or refusal to act of the Chairperson, shall perform the duties of the Chairperson and, when so acting, shall have the powers of and be

subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties and functions as may be fixed by these By-laws and from time to time assigned by the Members.

Sec. 4. (a) The Secretary-Treasurer may serve with or without compensation and need not be a Member. The duties and responsibilities of Secretary-Treasurer may be delegated by resolution of the Members, into the two functions corresponding to Secretary and to Treasurer.

(b) In the Secretary's capacity, the person shall keep the minutes of all meetings of the Authority and its committees in books provided for that purpose; shall attend to the giving, serving and receiving of all notices or process of or against the Authority; shall sign with the Chairperson in the name of the Authority all contracts and bonds authorized by the Authority and, when so ordered, shall affix the seal of the Authority to such documents; shall have charge of all books and records, which shall at all reasonable times be open to inspection and examination by the Authority or any Member; shall cause facsimile signatures to be affixed to interest coupons attached to bonds; and, in general, perform all the duties incident to the office.

(c) In the Treasurer's capacity, the person shall have custody of all the funds and securities of the Authority which may come into hand or possession; when necessary or proper, shall endorse on behalf of the Authority for collection checks, notes and other obligations, depositing them to the credit of the Authority in

designated banks or depositories; shall sign all receipts and vouchers for payments made to the Authority; jointly with such other officer as may be designated by the Authority, shall sign all instruments of the Authority when so ordered by the Authority; shall render a statement of cash accounts when required by the Authority; shall enter regularly in the books of the Authority to be kept for this purpose full and accurate accounts of all monies received and paid on account of the Authority and shall at all reasonable times exhibit the books and accounts to the Authority or any Member when so required.

(d) The person shall perform all acts incidental to the position of Secretary-Treasurer fixed by the statute, Articles of Incorporation, By-Laws and as assigned from time to time by the Authority. Before the issuance of any bonds, notes or other evidences of indebtedness under these Articles, the Secretary-Treasurer shall execute a bond in the penal sum of $100,000.00, conditioned upon the faithful performance of the duties of the office and executed by a surety company authorized to transact business in this State as surety.

ARTICLE V

EXECUTIVE DIRECTOR

Sec. 1. The Members may appoint an Executive Director, who shall be the chief administrative officer to whom the Authority may delegate any of its administrative powers and authorizations, who shall manage the affairs of the Authority and who shall be an ex-officio,

non-voting Member. The Executive Director shall be the chief financial officer of the Authority with respect to all matters arising under the approved operating budgets and capital outlays; such person shall be responsible for preparation of all budgets for operating funds and capital outlays.

Sec. 2. The Executive Director shall report on the activities of the Authority at meetings of the Members and shall make an annual report to the Members, including an audited financial report and such other periodic reports as the Members shall require. The Executive Director shall not have a financial interest in port facilities or projects over which the Authority has jurisdiction or power or authorization to act during employment.

Sec. 3. Compensation for the Executive Director shall be determined by the Members in closed session.

ARTICLE VI

COMMITTEES

The Members may, by resolution, designate committees with such powers and duties as they may provide, in order to carry out the programs and purposes of the Authority, and shall designate the individuals to serve as members and chairpersons of such committees.

ARTICLE VII

INDEMNIFICATION OF OFFICERS, MEMBERS AND EMPLOYEES

Sec. 1. The corporation shall indemnify a person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the corporation, by reason of the fact that the person is or was a Member, Officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Member, Officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or Members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or Members and, with respect to any

criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Sec. 2. The corporation shall indemnify a person who was or is a party to or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a Member, Officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Member, Officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise whether for profit or not against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or Members. However, indemnification shall not be made for a claim, issue or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

Sec. 3. (1) To the extent that a Member, Officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section 1 or

Section 2 of this Article, or in defense of a claim, issue or matter in the action, suit or proceeding, the successful party shall be indemnified against expenses, including actual and reasonable attorneys' fees, incurred in connection with the action, suit or proceeding and in any action, suit or proceeding brought to enforce the mandatory indemnification provided in this subsection.

(2) An indemnification under this Article, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Member, Officer, employee, or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 1 and 2. This determination shall be made in any of the following ways:

(a) By a majority vote of a quorum of the board consisting of Members who were not parties to the action, suit or proceeding.

(b) If the quorum described in subdivision (a) is not obtainable, then by a majority vote of a committee of Members who are not parties to the action. The committee shall consist of not less than two (2) disinterested Members.

(c) By independent legal counsel in a written opinion.

(d) By the shareholders or Members.

(3) If a person is entitled to indemnification under Section 1 or 2 of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement but

not for the total amount thereof, the corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.

Sec. 4. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 or 2 may be paid by the corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the Member, Officer, employee or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Sec. 5. (1) The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, By-Laws or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

(2) The indemnification provided in this Article continues as to a person who ceases to be a Member, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of the person.

ARTICLE VIII

FUNDS

Sec. 1. The funds of the Authority shall be deposited in such bank or depository (one or more), as may be designated by the Members. Such deposit shall be made subject to withdrawal on the signatures of such person or persons whom the Members shall by resolution from time to time designate.

Sec. 2. The funds of the Authority shall be disbursed only pursuant to resolutions of the Members, but any depository of such funds so designated shall be fully protected in acting upon the orders for withdrawal, including checks, drafts and other customary banking orders, signed in accordance with the provisions of Article IV of these By-Laws or duly certified Members' resolutions.

Sec. 3. The Members may take such appropriate action (including bonding) to insure the fidelity of those designated by the Members.

Sec. 4. The Members may accept on behalf of the Authority any contribution, gift, bequest or devise for the general purpose or any special purpose of the Authority.

ARTICLE IX

ANNUAL AUDITS

The Members shall hire independent Certified Public Accountants who shall be retained to perform an annual audit of the Authority's financial affairs and who shall annually issue a

Management Letter of Recommendations to the Members and Officers of the Authority.

ARTICLE X

CONFLICTS OF INTEREST AND DISCLOSURE

Sec. 1. In accordance with Act No. 317 of P.A. 1968, as amended, a Member, Officer, assistant officer, or employee of the Authority shall not:

(a) Be a party, directly or indirectly, to any contract or agreement between such person with the Authority, except as provided in Section 2 of this Article; or

(b) Directly or indirectly solicit any contract between the Authority and (1) such person; (2) any firm (meaning a co-partnership or other unincorporated association) of which such person is a partner, member or employee; (3) any private corporation in which such person is a stockholder owning more than one percent of the total outstanding stock of any class where such stock is not listed on a stock exchange or stock with a present total market value in excess of $25,000 where such stock is listed on a stock exchange or of which such person is a director, officer or employee; or (4) any trust of which such person is a beneficiary or trustee; not shall such person take any part in the negotiation, renegotiation or amendment of or approval of such

contract; nor shall such person represent either party in the transaction, except as provided in Section 2 of this Article.

Sec. 2. A Member, Officer, assistant officer or employee of the Authority shall not be subject to Section 1 of this Article with respect to any contract described in Section 1 if:

(a) Such person is not paid for working more than an average of twenty-five (25) hours per week for any public entity, including the State of Michigan, all its agencies, any public body corporate with the State, including all its agencies, or any non-incorporated public body within the State of whatever nature, including all its agencies;

(b) Such person promptly discloses the pecuniary interest in the contract to the Authority prior to action by the Authority; and

(c) The contract is approved by a vote of two-thirds (2/3) of the full membership of the Members then serving without the vote of any interested Member.

Sec. 3. A Member shall:

(a) Promptly disclose to the Authority any direct interest or indirect interest of which such person has actual knowledge in any matter before the Authority prior to the Authority's taking any action with respect to such matters; and

(b) Refrain from participating in the Authority's proceeding relating to that matter.

Sec. 4. All disclosures pursuant to Sections 2 and 3 of this Article shall be made as a matter of record in the official proceedings of the Authority.

Sec. 5. Pursuant to Section 4 of P.A. 1968, No. 317, the prohibitions of this Article shall not apply to:

(a) Contracts between public entities;

(b) Contracts awarded to the lowest qualified bidder, other than a public servant (as defined in the Act), pursuant to notice of letting of the contract and receipt of sealed bids for the contract;

(c) Contracts for public utility service where the rates are regulated by the State or Federal government.

ARTICLE XI

FISCAL YEAR, SEAL AND NOTICES

Sec. 1. The fiscal year of the Authority shall end on the 30th day of September of each calendar year.

Sec. 2. The Secretary-Treasurer shall obtain a suitable corporate seal for use by the corporation.

Sec. 3. Whenever any notice or communication is required to be given to any Member under any provision of statute, the Articles of Incorporation or of these By-Laws, it may be given in writing, by

mail, addressed to such Member, at the address designated by the Member for that purpose or, if none is designated, at the Member's last known address. The notice or communication is given when deposited, with postage prepaid, in a post office or official depository of the United States postal service. The mailing shall be registered, certified or other first class mail except where otherwise provided. Notice may also be given orally in person or by telegram, telex, radiogram or cablegram, and such notice shall be deemed to be given when the recipient receives the notice personally, by telephone or when the notice, addressed as provided above, has been delivered to the Authority, or to the equipment transmitting such notice.

Sec. 4. When, by statute, the Articles of Incorporation or these By-Laws, or by the terms of an agreement or instrument, the Authority, its Members or any committee of the Members may take action after notice to any person or after lapse of a prescribed period of time, such action may be so taken without notice and without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participate in the action to be taken or, in case of a Member, by such person's attorney-in-fact, submits a signed waiver of such requirements. Neither the business to be transacted at, nor the purpose of, meeting of the Members need be specified in the waiver of notice of the meeting. Attendance of a person at a meeting of the Members of the Authority constitutes waiver of notice of such meeting, except when the person attends a meeting for the express

purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XII

AMENDMENT AND ADDITIONS

Sec. 1. These By-Laws may be altered or amended by unanimous written consent or by majority vote, at a duly called meeting of the Members of the Authority provided that written notice containing the substance of the proposed amendment has been sent to each Member at least ten (10) days in advance of the date of the meeting.

Sec. 2. The Members may adopt additional rules and regulations, general or specific, for the conduct of its meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Authority.

Sec. 3. These By-Laws reflect amendments through 9 February 1988.

ARTICLES OF INCORPORATION OF THE DETROIT/WAYNE COUNTY PORT AUTHORITY

The incorporation of the Detroit/Wayne County Port Authority having been proposed by Resolutions of the County of Wayne and the City of Detroit dated respectively February 1, 1979 and June 20, 1979, these Articles of Incorporation of the Detroit/Wayne County Port Authority are executed by the authorized officers of the City of Detroit, Michigan, and the Board of Commissioners of the County of Wayne, Michigan, for the purpose of creating a Port Authority under the provisions of Act 639 of the Michigan Public Acts of 1978 (the "Enabling Act") and for submission to the Governor for his approval.

ARTICLE I

The name of this public body corporate is the Detroit/Wayne County Port Authority.

ARTICLE II

The constituent units of government of this Authority are the City of Detroit, Michigan (hereinafter the "City"), and the County of Wayne, Michigan (hereinafter the "County").

ARTICLE III

This Authority is incorporated for the purpose of exercising and applying within the boundaries of Wayne County, including the Detroit River and any other commercially navigable water lying within said county, all the powers granted to an authority by the Enabling Act.

ARTICLE IV

Section 1. This Authority shall be a body corporate and politic.

Section 2. This Authority shall have all the powers granted to port authorities by the Enabling Act, including but not limited to those powers set forth in Articles V and VI, infra.

ARTICLE V

Section 1. This Authority shall have power to:

(a) Adopt, amend, and repeal bylaws for the regulation of its affairs and the conduct of its business.

(b) Sue and be sued on the same basis as the state; and adopt and register with the secretary of state an official seal and alter that seal at its pleasure.

(c) Maintain offices at a place or places, either within or without its jurisdiction as it may determine.

(d) Acquire, construct, reconstruct, rehabilitate, improve, maintain, lease as lessor or as lessee, repair, or operate port facilities within its territorial jurisdiction, including the dredging of ship channels and turning basins and the filling and grading of land therefor. It may operate a leased facility, owned by the Authority if the lessee defaults and a new lease is negotiated or competitively bid.

(e) Designate the location and character of the port facilities which the Authority may hold or own or over which it is authorized to act and regulate all matters related to the location and character of those port facilities.

(f) Acquire, hold, and dispose of real and personal property.

(g) Make directly, or through the hiring of expert consultants, investigations and surveys of whatever nature, including studies of business conditions, freight rates, port services, physical surveys of the conditions of channels and structures, and the necessity for additional port facilities for the development and improvement of commerce and recreation and for the more expeditious handling of that commerce and recreation, and make studies, surveys, and estimates, as necessary for the execution of its powers under the Enabling Act.

(h) Promulgate all necessary rules to fulfill the purposes of the Enabling Act.

(i) Issue its bonds, notes, or other evidences of indebtedness as provided in the Enabling Act.

(j) Fix and revise from time to time and charge and collect rates, fees, rentals, or other charges for the use of a facility owned by the Authority.

Section 2. This Authority shall have power to:

(a) Appear in its own behalf before boards, commissions, departments, or other agencies of the federal government or of any state or international conferences and before committees of the Congress of the United States and the state legislature in all matters relating to the design, establishment, construction, extension, operation, improvement, repair, or maintenance of a project operated and maintained by the Authority under the Enabling Act, and appear before any federal or state agencies in matters relating to transportation rates, port services and charges, demurrage, switching, wharfage, towage, pilotage, differentials, discriminations, labor relations, trade practices, river and harbor improvements, aids to navigation, permits for structures in navigable waters, and all other matters affecting the physical development of, and the business interest of, the Authority and those it serves.

(b) Make application for, receive and accept from any federal, state, or municipal agency, foundation, public or private agency, or individual, a grant or loan for, or in aid of, the planning, construction, operation, or financing of a port facility; and receive and accept contributions from any source of money, property, labor, or other things of value, to be held, used, and applied for the purposes for which the grant or contribution may be made.

(c) Appoint an executive director who shall be the chief administrative officer of the Authority, and to whom the Authority may delegate any of its administrative powers and authorizations. During employment, the executive director shall not have a financial interest in port facilities or projects over which the Authority has jurisdiction or power or authorization to act.

(d) Employ personnel as is necessary and employ the services of private consultants and engineers, legal counsel, accountants, construction and financial experts, and other agents for rendering professional and technical assistance and advise as may be necessary, whose compensation, including the executive director, shall be determined by the Authority.

Section 3. This Authority shall have power to:

(a) Subject to the authority of the federal government and the state and with the agreement of the City and the County, provide for the preservation of navigation within its territorial jurisdiction, including the establishment by regulation of lines beyond which piers, bulkheads, wharves, pilings, structures, obstructions, or extensions of any character may not be built, erected, constructed, or extended; provide by regulation for the stationing, anchoring, and movement of vessels or other watercraft; adopt rules to prevent material, refuse, or matter of any kind from being thrown into, deposited, or placed where it may fall, or be washed, into navigable waters under its jurisdiction; ascertain the depth and course of the channels of those navigable waters; erect and maintain, authorize the erection and maintenance of, and make rules respecting wharves, bulkheads, piers,

and pilings, and the keeping of the same in repair, to prevent injury to navigation or health; regulate the use of wharves, docks, piers, bulkheads, or pilings owned by it; lease or rent the same, and impose and collect dockage from vessels and watercraft lying at, or using the same; and collect wharfage and other charges upon goods, wares, merchandise or other articles landed at, shipped from, stored on, or passed over the same.

(b) Make and enter into contracts and agreements necessary or incidental to the performance of its duties and the execution of its powers under the Enabling Act.

(c) Lay out, construct, acquire, operate, lease, sell, and convey planned industrial districts as a part of port facilities within its jurisdiction, subject to the restrictions contained in the Enabling Act upon operation and ownership of port facilities.

(d) Do all acts and things necessary or convenient to promote and increase commerce and recreation within its territorial jurisdiction and carry out the powers expressly granted and any powers implied or necessary for the exercise of the powers expressly granted in the Enabling Act.

Section 4. This Authority shall have power to:

(a) Acquire by purchase or lease, when it considers the purchase or lease expedient, lands, structures, property rights, rights of way, franchises, easements, and other interests in lands as it considers necessary or convenient for the construction or operation of a project, upon terms and at a price considered reasonable and agreed upon between the Authority and the owner thereof.

(b) Acquire by condemnation lands, property rights, rights of way, franchises, easements, and other property, or parts thereof or rights therein, of a person, partnership, association, or corporation considered by the Authority to be necessary for the construction or efficient operation of a project, subject to the exemptions of Section 12(2) of the Enabling Act.

(c) A Unit may agree to raise all or any part of its contract obligation by one or more of the methods enumerated in subsection (2). The various powers granted by the Enabling Act to a Unit shall be exercised by its governing body.

(d) If the City of Detroit, operating under the Enabling Act, elects to raise money to pay all or a portion of its share of the costs of a project by assessing the costs upon benefited lands, the City Council shall so determine by resolution and fix the district therefor. The City Council shall then cause a special assessment roll to be prepared and thereafter the proceedings in respect to the special assessment roll and the making and collection of the special assessments on the roll, shall be in accordance with the provisions of the statute or charter governing special assessments in the City, except that the total assessment may be divided into any number of installments not exceeding 30, and any person assessed shall have the right at the hearing upon the special assessment roll to object to the special assessment district previously established.

Section 6. This Authority shall have power to:

(a) Provide by resolution for the issuance of revenue bonds of the Authority for the purpose of providing funds for paying the cost of port facilities, or for paying the cost of an extension, enlargement, or improvement of a project then under the control of the Authority. The bonds may be term bonds or serial bonds, or a combination thereof, and shall be issued, sold publicly or privately, and executed in a manner as may be determined by the Authority. The bonds issued pursuant to this section must first be approved by the Municipal Finance Commission, shall bear interest at the rate provided in Act 202 of the Public Acts of 1943, as amended, being sections 131.1 to 138.2 of the Michigan Compiled Laws, payable semiannually, and shall mature at a time or times, not exceeding 40 years after their date of issuance, as the Authority may provide.

(b) Refund bonds by the issuance of new bonds, when the Authority considers refunding expedient, whether the bonds to be refunded have or have not

matured. The refunding bonds shall be sold and the proceeds applied to the purchase, redemption, or payment of the bonds to be refunded. The proceeds of the bonds of each series issued pursuant to this section shall be paid to a trustee under a trust agreement securing the bonds and shall be disbursed in a manner and under restrictions as may be provided in the trust agreement.

Section 7. The Authority shall determine the form of the bonds of each series issued pursuant to section 6, including any interest coupons to be attached thereto, the date of the bonds, the denomination of the bonds, and the place of payment of principal and interest, which may be at any bank or trust company within or without the state. The bonds of each series may be made redeemable before their maturity or maturities at the option of the Authority, at a price and under the terms and conditions as may be fixed by the Authority before issuance of the bonds. If an officer whose signature or a facsimile of whose signature appears on any bonds or coupons ceases to be an officer before delivery of the bonds, the signature or facsimile shall nevertheless be valid and sufficient for all purposes the same as if the officer had remained in office until the delivery. The bonds may be issued in coupon or in registered form, or both, as the Authority may determine, the provision may be made for the registration of any coupon bonds as to principal alone and also as to both principal and interest, for the reconversion into coupon bonds of any bonds registered as to both principal and interest, and for the interchange of coupon and registered bonds.

Section 8. (a) In addition to the bonds authorized in section 6, bonds may be issued for the purpose of acquiring port facilities, as follows:

(1) By the issuance of bonds in anticipation of payments to become due under contracts by which one or more constituent units agree to pay to the Authority certain sums toward the cost of the acquisition, improvement, enlargement, or extension of a project which may be made under the Enabling Act.

(2) By moneys advanced by the Authority under agreements with a constituent unit or other municipality for the repayment of the moneys.

ARTICLE VI

Section 1. This Authority shall have power to contract with other municipalities within or without the Authority as provided in Section 20 of the Enabling Act for the use of port facilities from any authority operating under the Enabling Act.

Section 2. This Authority shall have power, subject to the provisions of Section 21 of the Enabling Act, to agree to the transfer to it by constituent units or the placing in its possession and control, by lease, or other contract or agreement, either for a limited period or in fee, of any dock, waterfront, or riparian property owned or controlled by a constituent unit.

ARTICLE VII

Section 1. The Authority shall consist of 5 members as follows:

(a) One member to be appointed by the Governor.

(b) Two members to be appointed by the Mayor of the City of Detroit.

(c) Two members to be appointed by a majority of all the members of the Board of Commissioners of the County of Wayne.

Section 2. The members first appointed shall serve staggered terms as follows: The member appointed by the governor shall serve for a term of two (2) years; one (1) member appointed by the members of the Wayne County Board of Commissioners shall serve four (4) years; one (1) member appointed by the Mayor of Detroit shall serve four (4) years; one (1) member appointed by the members of the Wayne County Board of Commissioners shall serve three years; one member appointed by the Mayor of Detroit shall serve three years. Thereafter, each member shall serve for a term of four years, except that a person appointed to fill a vacancy shall be appointed for the balance of the unexpired term. A member shall be eligible for reappointment.

(3) By moneys advanced, from time to time, before or during construction of a project, by a public or private corporation, firm, or individual, for which the Authority shall reimburse the individual, firm, or corporation with interest not to exceed 8% per annum or without interest as may be agreed, when funds are available for reimbursement. The obligation of the Authority to make the reimbursement may be evidenced by a contract or note, which contract or note may be made payable out of the payments to be made by constituent units under contracts made pursuant to subdivision (b), or out of the proceeds of bonds issued pursuant to the Enabling Act by the County or out of any other available funds but the contract or note shall not be considered an obligation within the meaning of Act No. 202 of the Public Acts of 1943, as amended.

(b) Bonds issued under this section shall be authorized by a resolution adopted by the Authority. The bonds shall be issued in the name of the Authority and shall be executed by the chairperson and secretary-treasurer of the Authority, who shall also cause their facsimile signatures to be affixed to the interest coupons to be attached to the bonds. The Authority shall adopt a seal which shall be affixed to the bonds. Bonds issued under this section shall be negotiable instruments and shall be serial bonds payable annually, with the first maturity date not more than 5 years and the last maturity date not more than 40 years after the date of issuance. Annual maturity payable after 5 years after the date of issuance of the bonds shall not be less than 1/5 of the amount of any subsequent maturity on the same series of bonds. The bonds shall bear interest at not more than the maximum rate permitted by Act No. 202 of the Public Acts of 1943, as amended, payable semi-annually, except that the first coupon may be for any number of months not exceeding 10. The bonds and coupons shall be made payable in lawful money of the United States and shall be exempt from all taxation whatsoever by the state or by any taxing authority within the state. The bonds may be sold at public or private sale. The bonds authorized in this section and section 6 shall not, except as to interest rate, be subject to Act No. 202 of the Public Acts of 1943, as amended.

Section 3. The members shall elect one of their membership as chairperson and another as vice-chairperson, shall designate their terms of office, and shall appoint a secretary-treasurer, who need not be a member. A majority of the members of the Authority shall constitute a quorum, the affirmative vote of which shall be necessary for any action taken by the Authority. However, the Authority shall not commit funds of either the City or the County without the concurrence of the members representing that entity. A unanimous vote of the members of the Authority, which may be accomplished by written consent of an absent member, shall be required to approve an operating budget or capital outlay.

Section 4. The Authority shall adopt and may amend bylaws and rules of procedure in accordance with the provisions of the Enabling Act and provide therein for regular meetings of the Authority in accordance with the terms and provisions of the Enabling Act.

Section 5. The Authority shall adopt a corporate seal.

Section 6. The chairperson shall preside at meetings of the Authority and shall sign and execute all authorized bonds, contracts, checks and other obligations in the name of the Authority when so authorized by it. He or she shall do and perform such other duties as may be fixed by the bylaws and from time to time assigned to him or her by the Authority.

Section 7. The secretary-treasurer shall have the following duties:

(a) He or she shall keep the minutes of all meetings of the Authority, and of all committees thereof, in books provided for that purpose. He or she shall attend to the giving, serving and receiving of all notices or process of or against the Authority. He or she shall sign with the chairperson in the name of the Authority all contracts and bonds authorized by the Authority, and when so ordered, he or she shall affix the seal of the Authority thereto. He or she shall

have charge of all books and records, which shall at all reasonable times be open to inspection and examination by the Authority, or any member thereof, and in general perform all the duties incident to this office. The secretary-treasurer shall preside at meetings of the Authority in the absence of the chairperson. The secretary-treasurer shall cause his or her facsimile signature to be affixed to interest coupons attached to bonds.

(b) He or she shall have custody of all the funds and securities of the Authority which may come into his or her hands or possession. When necessary or proper, he or she shall endorse on behalf of the Authority for collection, checks, notes and other obligations. He or she shall deposit them to the credit of the Authority in designated banks or depositories. He or she shall sign all receipts and vouchers for payments made to the Authority. He or she jointly with such other officer as may be designated by the Authority shall sign all instruments of the Authority when so ordered by the Authority. He or she shall render a statement of his or her cash accounts when required by the Authority. He or she shall enter regularly in the books of the Authority to be kept by him or her for this purpose full and accurate accounts of all monies received and paid by him or her on account of the Authority, and shall at all reasonable times exhibit his or her books and accounts to the Authority or any member thereof when so required. He or she shall perform all acts incidental to the position of secretary-treasurer fixed by the bylaws and as assigned to him or her from time to time by the Authority. Before the issuance of any bonds, notes, or other evidences of indebtedness under these Articles, the secretary-treasurer shall execute a bond in the penal sum of $100,000.00, conditioned upon the faithful performance of the duties of the office and executed by a surety company authorized to transact business in this state as surety.

Section 8. The members shall serve without compensation but shall be reimbursed for all necessary travel and other expenses incurred in the discharge of their duties.

Section 9. Vacancies occurring in the office of the Authority shall be filled in the same way that the original appointment is made, said appointment to be for the period of the unexpired term.

Section 10. The books and records of the Authority officers and its agents thereof, shall be open to inspection and audit by the City and the County at all reasonable times. The authority shall submit an annual report to the Governor, the City, and the County within three months of the close of its fiscal year.

ARTICLE VIII

Amendments may be made to these Articles of Incorporation as provided in the Enabling Act.

ARTICLE IX

The location of the registered office and post office address of this Authority is:

999 First National Building
Detroit, Michigan 48226

The official files of the Authority shall be kept at the Registered Office unless otherwise provided by unanimous resolution of the Authority.

ARTICLE X

These Articles of Incorporation shall become effective and be in full force and effect on their adoption as provided in the Enabling Act.

IN WITNESS WHEREOF, the City of Detroit and the County of Wayne, authorize these Articles of Incorporation to be executed on behalf of the City of Detroit, Michigan, by its Mayor and its City Clerk, and on behalf of the County of Wayne, a public corporation of the State of Michigan, by the Chairman of its Board of Commissioners and its County Clerk.

CITY OF DETROIT

By: _____
Coleman A. Young
Mayor of the City of Detroit

By: _____
James H. Bradley
Clerk of the City of Detroit

COUNTY OF WAYNE, a public corporation

By: _____
Samuel A. Turner
Chairman
Wayne County Board of Commissioners

By: _____
James R. Killeen
Wayne County Clerk

Approved by:

By: _____ March 12, 1981
William G. Milliken
Governor, State of Michigan

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